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**ZHONGTAI INTERNATIONAL
INVESTMENT GROUP LIMITED**

中泰國際投資集團有限公司

(Incorporated in the British Virgin Islands with limited liability)

QUALI-SMART HOLDINGS LIMITED

滙達富控股有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1348)

JOINT ANNOUNCEMENT

- (1) CONFIRMATION OF FINANCIAL RESOURCES;**
- (2) APPOINTMENT OF JOINT FINANCIAL ADVISER
TO THE OFFEROR; AND**
- (3) UPDATE, DEALING DISCLOSURE
AND OTHER CONFIRMATION**

IN RELATION TO

**POSSIBLE UNCONDITIONAL MANDATORY CASH OFFERS BY
ZHONGTAI INTERNATIONAL CAPITAL LIMITED, WELL LINK
INTERNATIONAL CAPITAL LIMITED AND HAITONG INTERNATIONAL
SECURITIES COMPANY LIMITED
ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES
AND ALL OUTSTANDING CONVERTIBLE NOTES, AND TO CANCEL ALL
OUTSTANDING SHARE OPTIONS, OF
QUALI-SMART HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED
BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)**

Joint financial advisers to the Offeror

Financial adviser to the Company



BALLAS
C A P I T A L



References are made to (i) the joint announcement of Quali-Smart Holdings Limited (the “**Company**”) and Zhongtai International Investment Group Limited (the “**Offeror**”) dated 25 February 2018 in relation to, among other things, the Subscription and the Offers (the “**Joint Announcement**”); (ii) the joint announcement of the Company and the Offeror dated 18 March 2018 in relation to the delay in despatch of the Composite Document; (iii) the announcement of the Company dated 28 March 2018 in relation to the delay in despatch of the circular (items (ii) and (iii) collectively referred to as the “**Delay Announcements**”); and (iv) the announcement of the Company dated 3 April 2018 in relation to the update on the number of relevant securities in issue pursuant to Rule 3.8 of the Takeovers Code (the “**Update Announcement**”). Unless otherwise defined, capitalised terms used herein have the same meanings as those defined in the Joint Announcement.

I. APPOINTMENT OF JOINT FINANCIAL ADVISER TO THE OFFEROR AND CONFIRMATION OF FINANCIAL RESOURCES

In addition to ZTI Capital and WLI Capital, Haitong International Capital Limited (“**HTI Capital**”) has been appointed as one of the joint financial advisers to the Offeror in respect of the Offers. Subject to Completion, ZTI Capital, WLI Capital and Haitong International Securities Company Limited will, for and on behalf of the Offeror, make the Offers in accordance with the Takeovers Code on the basis set out in the Joint Announcement.

As disclosed in the Joint Announcement, the consideration for the Offeror Subscription Shares payable by the Offeror pursuant to the Subscription Agreement is HK\$602,852,600. Taking into account the Irrevocable Undertakings, the CN Irrevocable Undertakings and the update on the number of relevant securities of the Company as disclosed in the Update Announcement, the financial resources of the Offeror to satisfy the maximum consideration of the Offers shall amount to HK\$1,341,528,219. Subsequent to the Joint Announcement, in connection with the Subscription and the Offers, credit facilities of (i) HK\$603,000,000 (the “**Subscription Facility**”) for the sole and exclusive purpose of satisfying the consideration for the Offeror in respect of the Offeror Subscription Shares; and (ii) HK\$1,344,000,000 (the “**Offer Facility**”, together with the Subscription Facility, the “**Haitong Facilities**”) for the sole and exclusive purpose of satisfying the consideration for the Offers, respectively, have been irrevocably granted to the Offeror by Haitong International Securities Company Limited. The Offeror intends to finance the total consideration for the Offeror Subscription Shares and the maximum entire consideration payable under the Offers by the Haitong Facilities as opposed to its own internal financial resources.

Each of ZTI Capital, WLI Capital and HTI Capital is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy the consideration for the Offeror Subscription Shares pursuant to the Subscription Agreement and its maximum payment obligation upon full acceptance of the Offers.

Save as disclosed above and in the Delay Announcements and the Update Announcement, there have been no other changes to the information disclosed in the Joint Announcement.

II. UPDATE IN RELATION TO THE SUBSCRIPTION AND THE OFFERS

As set out in the Joint Announcement, the making of the Offers is subject to Completion, and Completion is conditional upon the fulfilment or waiver (where applicable) of certain Subscription Conditions. As at the date of this joint announcement, save for condition (a) relating to the issuance of the Joint Announcement and condition (o) relating to the execution of the CN Irrevocable Undertaking by Benefit Global as set out in the section headed “(I) The Subscription – The Subscription Agreement – Conditions precedent” of the Joint Announcement, none of the Subscription Conditions has been satisfied.

Further announcement(s) will be made by the Company and/or the Offeror as and when appropriate to inform the Shareholders, the Optionholders, the CN Holder and potential investors of the Company of any material developments relating to the Subscription and the Offers, and further announcement(s) will be made by the Company and/or the Offeror on a monthly basis to keep the Shareholders, the Optionholders, the CN Holder and potential investors of the Company updated on the Subscription and the Offers until the despatch of the Composite Document.

III. DEALING DISCLOSURE

Save as disclosed in the Joint Announcement and the Update Announcement, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this joint announcement.

In accordance with Rule 3.8 of the Takeovers Code, associates of the Company and the Offeror, including persons who own or control 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code), are hereby reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced as below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

IV. OTHER CONFIRMATION

Save pursuant to the Subscription Agreement, the Irrevocable Undertakings and the CN Irrevocable Undertakings, none of the Offeror, its Concert Parties (including Subscriber A and Subscriber B) and the respective shareholders of Zhongtai Securities, Subscriber A and Subscriber B has dealt in the Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the 6-month period immediately prior to the date of the Joint Announcement up to and including the date of this joint announcement.

The Offeror confirms that, as at the date of this joint announcement, save for the Subscription Agreement, Irrevocable Undertakings and the CN Irrevocable Undertakings:

- (a) the Offeror and its Concert Parties do not own, control or have direction over any voting rights in any Shares nor own, control or have direction over any other rights or interests in the issued share capital or voting rights of the Company;
- (b) the Offeror and its Concert Parties do not hold any Shares, warrants, options, derivatives or other securities that are convertible or exchangeable into Shares or other types of equity interest in the Company;

- (c) there is no outstanding derivative in respect of the securities in the Company which has been entered into by the Offeror or any of its Concert Parties;
- (d) there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Company and which might be material to the Offers;
- (e) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror or any of its Concert Parties has borrowed or lent;
- (f) none of the Offeror nor any of its Concert Parties has received any other irrevocable commitment to accept or reject the Offers; and
- (g) there is no agreement or arrangement to which the Offeror is a party which relates to circumstances in which the Offeror may or may not invoke or seek to invoke a pre-condition or a condition to the Offers.

The Offeror confirms that, as at the date of this joint announcement, save for the Irrevocable Undertakings, there are no other agreements, arrangements or understanding between Smart Investor, Mr Lau and Madam Li and their respective Concert Parties with the Offeror and its Concert Parties.

WARNING: THE OFFERS WILL ONLY BE MADE IF COMPLETION TAKES PLACE. COMPLETION IS SUBJECT TO FULFILMENT AND/OR WAIVER, AS APPLICABLE, OF THE SUBSCRIPTION CONDITIONS. ACCORDINGLY, THE OFFERS MAY OR MAY NOT BE MADE. SHAREHOLDERS, OPTIONHOLDERS, THE CN HOLDER AND/OR POTENTIAL INVESTORS OF THE COMPANY SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY. PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT THEIR LICENSED SECURITIES DEALERS OR REGISTERED INSTITUTIONS IN SECURITIES, BANK MANAGERS, SOLICITORS OR OTHER PROFESSIONAL ADVISERS.

** For identification purpose only*

For and on behalf of
Zhongtai International Investment Group Limited
Ren Yanqing
Director

By Order of the Board
Quali-Smart Holdings Limited
Lau Ho Ming, Peter
Executive Chairman

Hong Kong, 20 April 2018

As at the date of this joint announcement, the Board comprises four executive Directors: Mr. Lau Ho Ming, Peter (Executive Chairman), Mr. Poon Pak Ki, Eric, Mr. Ng Kam Seng and Mr. Chu Raymond; one non-executive Director: Madam Li Man Yee, Stella; and three independent non-executive Directors: Mr. Leung Po Wing, Bowen Joseph GBS, JP, Mr. Chan Siu Wing, Raymond and Mr. Wong Wah On, Edward.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Ren Yanqing.

As at the date of this joint announcement, the directors of Zhongtai Financial International are Mr. Li Wei, Mr. Gao Feng and Mr. Yuan Xicun.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and any of its Concert Parties), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and any of its Concert Parties) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

The sole director of the Offeror and all directors of Zhongtai Financial International jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement to the extent it relates to the Offeror and its Concert Parties, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement by the Offeror and its Concert Parties have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.